

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

ROY STRASSMAN, Derivatively on
Behalf of MARATHON DIGITAL
HOLDINGS, INC. (f/k/a MARATHON
PATENT GROUP, INC.),

Plaintiff,

V.

FRED THIEL, GEORGES ANTOUN,
KEVIN DENUCCIO, SARITA JAMES,
JAY LEUPP, SAID OUISSAL, MERRICK
D. OKAMOTO, and SIMEON SALZMAN,

Defendants,

and

**MARATHON DIGITAL HOLDINGS, INC.
(f/k/a MARATHON PATENT GROUP, INC.),**

Nominal Defendant.

Caroline Hickey Zalka, Petitioner, respectfully represents to the Court:
(name of petitioner)

1. That Petitioner is an attorney at law and a member of the law firm of

Weil, Gotshal & Manges LLP

(firm name)

with offices at 767 Fifth Avenue,
(street address)

New York

New York

10153

(city)

(state)

(zip code)

212-310-8527

caroline.zalka@weil.com

(area code + telephone number)

(Email address)

2. That Petitioner has been retained personally or as a member of the law firm by
All Defendants and Nominal Defendant to provide legal representation in connection with
[client(s)]

the above-entitled case now pending before this Court.

1 3. That since 10/04/2004 (date), Petitioner has been and presently is a
 2 member in good standing of the bar of the highest Court of the State of New York (state)
 3 where Petitioner regularly practices law. Petitioner shall attach a certificate from the state bar or
 4 from the clerk of the supreme court or highest admitting court of each state, territory, or insular
 5 possession of the United States in which the applicant has been admitted to practice law certifying
 6 the applicant's membership therein is in good standing.

7 4. That Petitioner was admitted to practice before the following United States District
 8 Courts, United States Circuit Courts of Appeal, the Supreme Court of the United States and Courts
 9 of other States on the dates indicated for each, and that Petitioner is presently a member in good
 10 standing of the bars of said Courts.

	Court	Date Admitted	Bar Number
11	See Ex. A		
12			
13			
14			
15			
16			
17			
18			

19 5. That there are or have been no disciplinary proceedings instituted against petitioner,
 20 nor any suspension of any license, certificate or privilege to appear before any judicial, regulatory
 21 or administrative body, or any resignation or termination in order to avoid disciplinary or
 22 disbarment proceedings, except as described in detail below:

23 None.

1 6. That Petitioner has never been denied admission to the State Bar of Nevada. (Give
 2 particulars if ever denied admission):

3 None.

6 7. That Petitioner is a member of good standing in the following Bar Associations.

7 None.

10 8. Petitioner has filed application(s) to appear as counsel under Local Rule IA 11-2
 11 (formerly LR IA 10-2) during the past three (3) years in the following matters: (State "none" if no applications.)

Date of Application	Cause	Title of Court Administrative Body or Arbitrator	Was Application Granted or Denied
04/29/2022	<i>Schlatter v. Marathon Digital Holdings, et al.</i> , No. 21-cv-02209	U.S. District Court, D. Nev.	Granted
04/29/2022	<i>Bernard v. Thiel, et al.</i> , No. 22-cv-00305	U.S. District Court, D. Nev.	Granted

19 (If necessary, please attach a statement of additional applications)

20 9. Petitioner consents to the jurisdiction of the courts and disciplinary boards of the
 21 State of Nevada with respect to the law of this state governing the conduct of attorneys to the same
 22 extent as a member of the State Bar of Nevada.

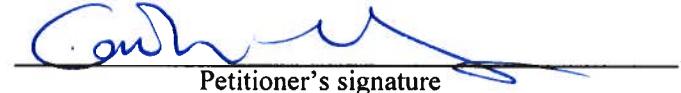
23 10. Petitioner agrees to comply with the standards of professional conduct required of
 24 the members of the bar of this court.

25 11. Petitioner has disclosed in writing to the client that the applicant is not admitted to
 26 practice in this jurisdiction and that the client has consented to such representation.

27

28

1 That Petitioner respectfully prays that Petitioner be admitted to practice before this Court
 2 FOR THE PURPOSES OF THIS CASE ONLY.

3 
 4 Petitioner's signature

5 STATE OF New York }
 6 COUNTY OF New York }

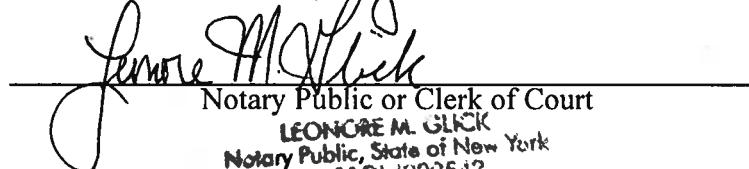
7 Caroline Hickey Zalka, Petitioner, being first duly sworn, deposes and says:

8 That the foregoing statements are true.

9 
 10 Petitioner's signature

11 Subscribed and sworn to before me this

12 10th day of May, 2022.

13 
 14 Notary Public or Clerk of Court

15 LEONORE M. GLICK
 Notary Public, State of New York
 No. 01GL4900542
 Qualified in Suffolk County

16 Commission Expires July 13, 2023

17 **DESIGNATION OF RESIDENT ATTORNEY ADMITTED TO
 THE BAR OF THIS COURT AND CONSENT THERETO.**

18 Pursuant to the requirements of the Local Rules of Practice for this Court, the Petitioner
 19 believes it to be in the best interests of the client(s) to designate James Pisanelli,
 20 (name of local counsel)
 21 Attorney at Law, member of the State of Nevada and previously admitted to practice before the
 22 above-entitled Court as associate resident counsel in this action. The address and email address of
 23 said designated Nevada counsel is:

24 Pisanelli Bice, PLLC 400 South 7th St., Suite 300,
 25 (street address)

26 Las Vegas, Nevada, 89101,
 27 (city) (state) (zip code)

28 702-214-2100, jpp@pisanellibice.com,
 (area code + telephone number) (Email address)

1 By this designation the petitioner and undersigned party(ies) agree that this designation constitutes
2 agreement and authorization for the designated resident admitted counsel to sign stipulations
3 binding on all of us.

4

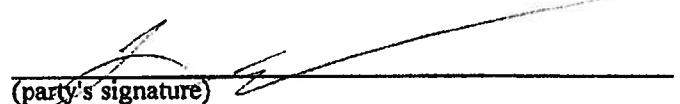
5 **APPOINTMENT OF DESIGNATED RESIDENT NEVADA COUNSEL**

6

7 The undersigned party(ies) appoint(s) James Pisanelli as
8 (name of local counsel)
his/her/their Designated Resident Nevada Counsel in this case.

9

10


(party's signature)

11

12

Jim Crawford, COO, Marathon Digital Holdings, Inc.
(type or print party name, title)

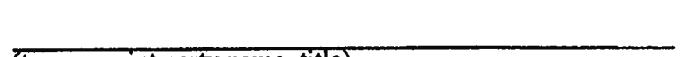
13

14


(party's signature)

15

16


(type or print party name, title)

17

18

CONSENT OF DESIGNEE

The undersigned hereby consents to serve as associate resident Nevada counsel in this case.

19

20


Designated Resident Nevada Counsel's signature

21

4027
Bar number

jjp@pisanellibice.com
Email address

22

23

APPROVED:

24

25

Dated: this _____ day of _____, 20 ____.

26

27

UNITED STATES DISTRICT JUDGE

28

1 **APPOINTMENT OF DESIGNATED RESIDENT NEVADA COUNSEL (Continued)**

2 The undersigned parties appoint James Pisanelli as their Designated Resident Nevada
3 Counsel in this case.

4 
5 **Fred Thiel, CEO & Chairman, Marathon**
6 (type or print party name, title)

7
8 **Georges Antoun, Director, Marathon**
9 (type or print party name, title)

10
11 **Kevin DeNuccio, Director, Marathon**
12 (type or print party name, title)

13
14 **Sarita James, Director, Marathon**
15 (type or print party name, title)

16
17 **Jay Leupp, Director, Marathon**
18 (type or print party name, title)

19
20 **Said Ouissal, Director, Marathon**
21 (type or print party name, title)

22
23 **Merrick D. Okamoto, former CEO & Chairman, Marathon**
24 (type or print party name, title)

25
26 **Simeon Salzman, CAO, Marathon**
27 (type or print party name, title)

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Fred Thiel, CEO & Chairman, Marathon
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Georges Antoun, Director, Marathon

(type or print party name, title)

Kevin DeNuccio, Director, M

Sarita James, Director, Mara

Jay Leupp, Director, Marathon

Said Quissal, Director, Marat

Merrick D. Okamoto, former CEO & Chairman, Marathon
(type or print party name, title) (signature)

Simeon Salzman, CAO, Marathon (signature)
(type or print party name, title)

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Said Ouissal, Director, Marathon (signature)
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Simeon Salzman, CAO, Marathon
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9 (type or print party name, title)

10 _____ (signature)
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12 (type or print party name, title)

13 *Sarita James* _____ (signature)
14 **Sarita James, Director, Marathon**
15 (type or print party name, title)

16 _____ (signature)
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18 (type or print party name, title)

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24 (type or print party name, title)

25 
26 _____ (signature)
27 **Simeon Salzman, CAO, Marathon**
28 (type or print party name, title)

1 James J. Pisanelli, Bar No. 4027
2 Debra L. Spinelli, Bar No. 9695
3 PISANELLI BICE PLLC
4 400 South 7th Street, Suite 300
5 Las Vegas, Nevada 89101
Telephone: 702.214.2100
Facsimile: 702.214.2101
Email: jjp@pisanellibice.com
Email: dls@pisanellibice.com

6 Jonathan D. Polkes (*pro hac vice pending*)
7 Stephen A. Radin (*pro hac vice pending*)
Caroline Hickey Zalka (*pro hac vice pending*)
WEIL, GOTSHAL & MANGES LLP
8 767 Fifth Avenue
New York, New York 10153
Telephone: 212.310.8000
Facsimile: 212.310.8007
Email: jonathan.polkes@weil.com
Email: stephen.radin@weil.com
Email: caroline.zalka@weil.com

12 Attorneys for Defendants Georges Antoun,
13 Kevin DeNuccio, Sarita James, Jay Leupp,
Merrick D. Okamoto, Said Ouissal, Simeon
14 Salzman, and Fred Thiel, and Nominal Defendant
Marathon Digital Holdings, Inc.

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

17 ROY STRASSMAN, Derivatively on Behalf of
18 MARATHON DIGITAL HOLDINGS, INC. (f/k/a
MARATHON PATENT GROUP, INC.),

Case No.: 2:22-cv-00724

**CERTIFICATION OF CAROLINE
HICKEY ZALKA**

Plaintiff,

V.

1 FRED THIEL, GEORGES ANTOUN, KEVIN
2 DENUCCIO, SARITA JAMES, JAY LEUPP,
3 SAID OUISSAL, MERRICK D. OKAMOTO, and
SIMEON SALZMAN.

Defendants.

25 -and-

26 MARATHON DIGITAL HOLDINGS, INC. (f/k/a
MARATHON PATENT GROUP, INC.),

Nominal Defendant.

1 1. I am an attorney with the law firm of Weil, Gotshal & Manges LLP, 767
2 Fifth Avenue, New York, New York 10153.

3 2. I make this certification pursuant to LR IA 11-2(b)(3).

4 3. I am a member in good standing of the bars set forth on Exhibit A attached
5 hereto.

6 4. Attached as Exhibit B is my current Certificate of Good Standing to the
7 Supreme Court for the State of New York, Appellate Division, First Department. This is the only
8 state court where I am admitted. All of my other admissions are to federal courts.

9 5. I am in good standing in every court where I have been admitted to practice.
10 Current Certificates of Good Standing are attached to Exhibit B.

11 6. There are no disciplinary proceedings pending against me as a member of
12 the bar in any jurisdiction where I am admitted to practice.

13
14
15 

16 Caroline Hickey Zalka
17
18
19

20 Subscribed and sworn to before me this 10th day of May, 2022.

21 
22 Leonore M. Glick
23 Notary Public or Clerk of Court

24 LEONORE M. GLICK
25 Notary Public, State of New York
26 No. 01CL4900542
27 Qualified in Suffolk County
28 Commission Expires July 13, 2023

Exhibit A

Bar Admissions

Exhibit A

Court	Date Admitted	Bar Number
New York State Supreme Court, Appellate Division, First Department	10/04/2004	4263448
U.S. District Court, S.D.N.Y.	11/22/2005	CH1410
U.S. District Court, E.D.N.Y.	02/17/2006	CH1410
U.S. District Court, D. Col.	04/10/2013	No such number assigned
U.S. Court of Appeals for the Second Circuit	10/14/2014	No such number assigned
U.S. Court of Appeals for the Tenth Circuit	11/13/2015	No such number assigned

Exhibit B

Certificates of Good Standing



*Appellate Division of the Supreme Court
of the State of New York
First Judicial Department*

I, Susanna M. Rojas, Clerk of the Appellate Division of the Supreme Court of the State of New York, First Judicial Department, do hereby certify that

Caroline Zalka

was duly licensed and admitted to practice as an Attorney and Counselor at Law in all the courts of this State on October 4, 2004, has duly taken and subscribed the oath of office prescribed by law, has been enrolled in the Roll of Attorneys and Counselors at Law on file in this office, is duly registered with the Administration Office of the Courts, and according to the records of this Court is currently in good standing as an Attorney and Counselor-at-Law.

In Witness Whereof, I have hereunto set my hand in the City of New York on April 19, 2022.



Susanna M. Rojas

Clerk of the Court



Supreme Court of the State of New York
Appellate Division, First Department

ROLANDO T. ACOSTA
PRESIDING JUSTICE

SUSANNA MOLINA ROJAS
CLERK OF THE COURT

MARGARET SOWAH
DEPUTY CLERK OF THE COURT

To Whom It May Concern

An attorney admitted to practice by this Court may request a certificate of good standing, which is the only official document this Court issues certifying to an attorney's admission and good standing.

An attorney's registration status, date of admission and disciplinary history may be viewed through the attorney search feature on [the website of the Unified Court System](#).

New York State does not register attorneys as active or inactive.

An attorney may request a disciplinary history letter from the [Attorney Grievance Committee of the First Judicial Department](#).

Bar examination history is available from the [New York State Board of Law Examiners](#).

Instructions, forms and links are available on [this Court's website](#).

A handwritten signature in black ink that reads "Susanna M. Rojas".

Susanna Rojas
Clerk of the Court

Revised October 2020

United States District Court
Southern District of New York

Certificate of Good Standing

I, *Ruby J. Krajick*, Clerk of Court, Certify that

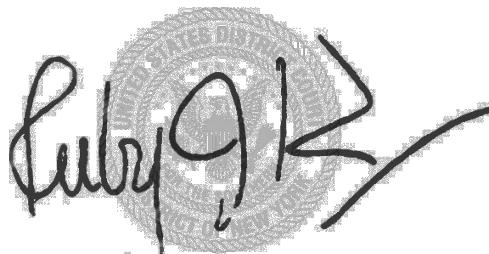
CAROLINE JANE HICKEY, Bar # CH1410

was duly admitted to practice in the Court on

November 22, 2005

and is in good standing as a member of the Bar of this Court

Dated at 500 Pearl St. On April 20, 2022
New York, New York



Ruby J. Krajick
Clerk of Court

By

s/ A. Eames
Deputy Clerk

UNITED STATES DISTRICT COURT

for the

Eastern District of New York

CERTIFICATE OF GOOD STANDING

I, Brenna B. Mahoney, Clerk of this Court,

certify that Caroline Jane Hickey, Bar # CH1410,

was duly admitted to practice in this Court on 02/17/2006, and is in good standing as a member
of the Bar of this Court.

Dated at Brooklyn on 04/19/2022
(*Location*) (Date)

Brenna B. Mahoney

CLERK OF COURT

David Afrani

Deputy Clerk





Certificate of Good Standing and Letter of No Disciplinary History

United States District Court
District of Colorado

I, Jeffrey P. Colwell, Clerk of the United States District Court
DO HEREBY CERTIFY

CAROLINE HICKEY ZALKA

was admitted to practice in this court on
APRIL 10, 2013
and is in good standing with no disciplinary history in this court.

Dated: April 19, 2022

Jeffrey P. Colwell, Clerk



By: Mark J. Fredrickson
Deputy Clerk

UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

CERTIFICATE OF GOOD STANDING

I, CATHERINE O'HAGAN WOLFE, Clerk of the United States Court of Appeals for the Second Circuit,

CERTIFY that **CAROLINE HICKEY** was admitted to practice in said on October 14th, 2014 and is in good standing.

Dated: April 19, 2022

CATHERINE O'HAGAN WOLFE
Clerk of Court

Kevin Brofsky

Kevin Brofsky
Deputy Clerk/Adm.

THE UNITED STATES OF AMERICA



for the Tenth Circuit

I, Christopher M. Wolpert, Clerk of the United States Court of Appeals for the Tenth Circuit,

DO HEREBY CERTIFY that Caroline Hickey Zalka was

duly admitted to practice before this Court on November 13, 2015,

and is in good standing. There have been no disciplinary actions instituted in this court.

Dated at Denver, Colorado, on April 19, 2022.

CHRISTOPHER M. WOLPERT

Clerk of Court

By Bly See Styr

Deputy Clerk